

RECORDATION NO. 27118-Δ FILED

JUN 4 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27118-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
June 4, 2009
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 60 boxcars within the series IFRX 1000 - IFRX 1073 as more particularly set forth in the attachment to the document.

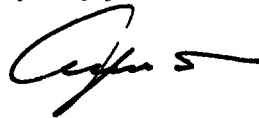
A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclos

JUN 4 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated August 14, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on August 15, 2007 and given recordation number 27118-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
May 15, 2009.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

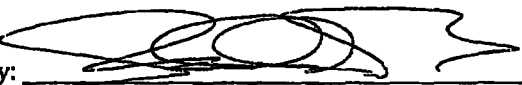
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

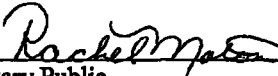
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7228	ATW	277228	IFRX	1067 A302
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7236	ATW	277236	IFRX	1069 A302
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7241	ATW	277241	IFRX	1071 A302
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7242			IFRX	1061 A302
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7246	ATW	277246	IFRX	1072 A302
Essroc	May 1, 2007	100-ton Boxcar	NOPB	7248	ATW	277248	IFRX	1073 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7801			IFRX	1000 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7802			IFRX	1001 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7803			IFRX	1002 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7809			IFRX	1003 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7810			IFRX	1004 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7812			IFRX	1005 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7814			IFRX	1006 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7815			IFRX	1007 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7816			IFRX	1008 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7819			IFRX	1009 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7820			IFRX	1010 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7821			IFRX	1011 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7822			IFRX	1012 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7827			IFRX	1013 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7828			IFRX	1014 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7830			IFRX	1015 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7832			IFRX	1016 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7833			IFRX	1017 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7835			IFRX	1018 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7836			IFRX	1019 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7838			IFRX	1020 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7840			IFRX	1021 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7846			IFRX	1022 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7849			IFRX	1023 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7850			IFRX	1024 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7851			IFRX	1025 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7856			IFRX	1026 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7857			IFRX	1027 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7858			IFRX	1028 J311
Essroc	May 1, 2007	100-ton Boxcar	ONT	7862			IFRX	1029 J301
Essroc	May 1, 2007	100-ton Boxcar	ONT	7863			IFRX	1030 J301
Essroc	May 1, 2007	100-ton Boxcar	ONT	7866			IFRX	1031 J301
Essroc	May 1, 2007	100-ton Boxcar	ONT	7868			IFRX	1032 J301
Essroc	May 1, 2007	100-ton Boxcar	ONT	7870			IFRX	1033 J301
Essroc	May 1, 2007	100-ton Boxcar	ONT	7872			IFRX	1034 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7874			IFRX	1035 A302
Essroc	May 1, 2007	100-ton Boxcar	ONT	7875			IFRX	1036 A302

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	APR Code
Essroc	May 1, 2007	100-ton Boxcar	ONT	7879			IFRX	1037 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7880			IFRX	1038 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7881			IFRX	1039 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7882			IFRX	1040 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7884			IFRX	1041 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7886			IFRX	1042 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7888			IFRX	1043 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7889			IFRX	1044 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7892			IFRX	1045 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7893			IFRX	1046 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7894			IFRX	1047 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7902			IFRX	1048 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7904			IFRX	1049 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7907			IFRX	1050 A302	
Essroc	May 1, 2007	100-ton Boxcar	ONT	7909			IFRX	1051 A302	
Essroc	May 1, 2007	100-ton Boxcar	RMGX	7207	ATW	277207	IFRX	1063 A302	
Essroc	May 1, 2007	100-ton Boxcar	RMGX	7214	ATW	277214	IFRX	1065 A302	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord